



HAYES-DANA LIMITED
THOROLD, ONTARIO

Brub

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders of Hayes-Dana Limited will be held at the Holiday Inn, Queen Elizabeth Highway and Lake Street Interchange, St. Catharines, Ontario, on Wednesday, November 6, 1974, at 11:00 o'clock in the forenoon (Eastern Standard Time) for the following purposes:

1. To receive the consolidated financial statements of the Company and its subsidiaries for the year ended August 31, 1974, together with the reports of the Directors and Auditors thereon;
2. To elect Directors;
3. To appoint Auditors and to authorize the Directors to fix their remuneration; and
4. To transact such further business as may properly come before the meeting or any adjournment thereof.

By Order of the Board,

W. S. THOMPSON,
Secretary.

DATED at Thorold
this 18th day of
October, 1974.

We ask that you promptly sign, date and return the enclosed proxy in the enclosed return envelope if it is not your intention to be present at the Meeting. If you are personally present at the Meeting and desire to do so you may withdraw your proxy and vote in person.

INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This information circular is furnished in connection with the solicitation by the management of HAYES-DANA LIMITED (the "Company") of proxies to be used at the Annual Meeting of the Shareholders of the Company to be held at the Holiday Inn, Queen Elizabeth Highway and Lake Street Interchange, St. Catharines, Ontario, on Wednesday, November 6, 1974, at 11:00 o'clock in the forenoon (E.S.T.). The cost of such solicitation will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors of the Company. A shareholder desiring to appoint some other person to represent him at the meeting may do so either by inserting such person's name in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case delivering the completed proxy to the Secretary of the Company.

A shareholder who has given a proxy may revoke the proxy by instrument in writing executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited either at the head office of the Company at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used or with the chairman of such meeting on the day of the meeting or adjournment thereof.

EXERCISE OF DISCRETION BY PROXIES

The shares represented by proxies solicited by management will be voted or withheld from voting with respect to matters referred to therein in accordance with the specifications made in the proxy.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations, if any, to matters identified in the notice of meeting and with respect to other matters which may come before the meeting. At the time of printing this circular the management of the Company knows of no such other matters to come before the meeting other than the matters referred to in the notice of meeting.

VOTING SHARES

The Company has outstanding 5,825,514 Class A Common Shares without par value and 160,016 Class B Common Shares without par value. There is no other class of shares outstanding. Each shareholder is entitled to one vote for each Common Share registered in his name at the time of the meeting.

Dana Corporation owns beneficially 3,961,937 Class A Common Shares without par value representing approximately 66% of the outstanding Common Shares of the Company.

ELECTION OF DIRECTORS

The board consists of ten directors to be elected annually. The persons named in the enclosed form of proxy intend to vote for the election of the nominees whose names are set forth below, all of whom are now members of the board of directors and have been since the dates indicated. The management does not contemplate that any of the nominees will be unable to serve as director, but if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the next Annual Meeting or until his successor is elected under the Company's by-laws.

The following table and notes thereto state the names of all the persons proposed to be nominated for election as directors, all other positions and offices with the Company now held by them, their principal occupations or employments, the year in which each of the present directors first became a director of the Company, and the approximate

number of shares of each class of the Company beneficially owned directly or indirectly by each of them as of September 25, 1974. The information as to shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective directors individually.

<u>Name</u>	<u>Positions held in the Company</u>	<u>Principal occupation or employment</u>	<u>Became a Director</u>	<u>Shares Owned Beneficially</u>
H. J. Carmichael	Director and Member of the Executive Committee	Industrialist; Director, Continental Can Co. of Canada Ltd. and The Ontario Jockey Club.	1952	78,200 Class A
A. G. Coulter	Director	Vice-President, Seeburn Metal Products Limited	1965	2,117 Class A
G. D. Doresco	President	President, Hayes-Dana Limited.	1973	10,337 Class B
J. E. Martin	Director and Chairman of the Executive Committee	Chairman of the Executive Committee, Dana Corporation.	1956	22,107 Class A
R. C. McPherson	Director	Chairman of the Board, Dana Corporation.	1960-69 1972	9,817 Class A
G. B. Mitchell	Chairman of the Board.	President, Dana Corporation.	1963	10,249 Class A
S. T. Paton	Director	Deputy Chairman, Toronto-Dominion Bank.	1969	1,103 Class A
B. R. Reimer	Director	Group Vice-President, Dana Corporation.	1969	200 Class A
J. D. Stevenson, Q.C.	Director	Partner of Smith, Lyons, Torrance, Stevenson and Mayer.	1963	8,228 Class B
D. G. Willmot	Director and Member of the Executive Committee	Chairman of the Board, The Molson Companies Limited.	1961	16,900 Class B

REMUNERATION OF DIRECTORS AND OFFICERS

1. The aggregate direct remuneration paid or payable by the Company and its subsidiaries during the Company's fiscal year ended August 31, 1974 was \$19,000 to seven directors and \$308,000 to ten officers, three of whom are directors.
2. The estimated aggregate cost to the Company and its subsidiaries, directly or indirectly, in the Company's fiscal year ended August 31, 1974, of all pension benefits proposed to be paid under the Company's present plan to the directors and officers of the Company in the event of retirement at normal retirement age was \$39,082.
3. During the Company's fiscal year ended August 31, 1974, officers and directors exercised options to purchase 1323 Class A Common Shares at a price of \$4.99 per share. During the 30 day period preceding the date of the exercise, the Common Shares of the Company traded on The Toronto Stock Exchange at prices varying between \$9.50 and \$8.00 per share.

APPOINTMENT OF AUDITORS

The persons named in the accompanying proxy intend to vote for the reappointment of Price Waterhouse & Co., Chartered Accountants, as auditors of the Company and for the authorization of the directors to fix their remuneration.

Thorold, Ontario
October 18, 1974

